



1 Miles Woodlief (SBN124467)

2 Archer<sup>TM</sup>

775 East Blithedale Avenue

Suite 514

3 Mill Valley, California

4 phone: (415) 730-3032

facsimile:(415) 366-2956

5 Attorney for Debtor and Debtor-in-Possession

The following constitutes the order of the Court.  
Signed: October 4, 2023

A handwritten signature in black ink, reading "Charles Novack", is written over a horizontal line.

Charles Novack  
U.S. Bankruptcy Judge

6 UNITED STATES BANKRUPTCY COURT  
7 FOR THE NORTHERN DISTRICT OF CALIFORNIA  
8 (Oakland Division)

9 In Re:

10 Nutrition 53, Inc.

11 Employer's Tax Identification (EIN) No. :  
12 30-0369583

13 Debtor

) Chapter 11

) Case No.: 4:23-bk-40997

14 **ORDER AUTHORIZING EXECUTION OF, AND PERFORMANCE UNDER,**  
15 **LICENSING AND DISTRIBUTION AGREEMENT**

16 On September 5, 2023, Debtor and Debtor in possession Nutrition 53, Inc. ("Debtor")  
17 filed an Application for Order Authorizing Execution of, and Performance Under, Licensing and  
18 Distribution Agreement ("Application") that requests, among other things, Pro Performance  
19 Distribution, Inc. ("PPDI") be granted a limited license to purchase specific Products licensed  
20 by the Debtor for sale exclusively through Amazon.com as set forth in the Distribution  
21 Agreement ("Agreement"), a complete copy of which was previously filed in this case on  
22 August 16, 2023, as Exhibit A to the Declaration of Kristine Manlapaz, Docket No. 18-7,.

23 The Court has reviewed the Declaration of Miles Archer Woodlief in which he  
24 represents that (i) he served the Application on the twenty largest creditors and (ii) no creditor  
25

1 filed or served an objection or opposition to the Application, or otherwise asserted an objection  
2 or opposition, within the allotted twenty-one day;

3 Based on the Agreement, the Application, and the Declaration of Miles Archer  
4 Woodlief, the Court, after due deliberation, finds that Notice of the Application for an Order  
5 Authorizing Execution of, and Performance Under, Licensing and Distribution Agreement was  
6 proper, was properly served on the requisite creditors, and no objections were filed or raised by  
7 any creditor.

8 Further, the Court, after due deliberation, finds that there is sufficient cause to grant the  
9 relief requested. Therefore, it is ORDERED that:

- 10 1. The Court approves the Debtor's Application to entered into and perform under  
11 the Agreement;
- 12 2. The Court deems the Notice of Debtor's Application to be adequate;
- 13 3. The Court finds that there were no objections filed with the Court and based on  
14 the Declaration of Debtor's Counsel, no objection to this compromise was served on Debtor;
- 15 4. Debtor and PPDI may immediately commence operation under the Agreement.

16 IT IS SO ORDERED

17  
18 END OF ORDER  
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20  
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Court Service List

As there were no objections or oppositions, the Court's service of the Order is not necessary.